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7 Attorneys for Non-Party  
KLA-TENCOR CORPORATION

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9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN JOSE DIVISION  
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13 SECURITIES AND EXCHANGE  
COMMISSION,

14 Plaintiff,

15 vs.

16 KENNETH L. SCHROEDER,

17 Defendant.  
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Case No. C 07 3798 JW (HRL)

**DECLARATION OF THOMAS R. GREEN  
IN SUPPORT OF DEFENDANT KENNETH  
SCHROEDER'S AND NON-PARTY KLA-  
TENCOR CORPORATION'S  
STIPULATION AND [PROPOSED]  
ORDER TO SHORTEN TIME ON KLA-  
TENCOR CORPORATION'S MOTION  
FOR PROTECTIVE ORDER**

MAGISTRATE JUDGE HOWARD R. LLOYD

DATE: FEBRUARY 12, 2008

TIME: 10:00 A.M.

DEPT: COURTROOM 2, 5TH FLOOR (SJ)

**DECLARATION OF THOMAS R. GREEN**

I, Thomas R. Green, declare as follows:

1. I am an attorney at law, licensed to practice before the courts of the State of California and before this Court. I am an associate of the law firm Morgan, Lewis & Bockius LLP, attorneys of record for non-party KLA-Tencor Corporation ("KLA"). I make this declaration, pursuant to N.D. Cal. Local Rule 6-2, in support of Defendant Kenneth Schroeder ("Schroeder") and KLA's stipulated request to shorten time on KLA's Motion for a Protective Order. I have personal knowledge of the facts stated herein and, if called as a witness in this action, I could and would testify competently to the following facts.

2. Schroeder served a subpoena on former KLA director and officer Kenneth Levy commanding him to appear for deposition on February 14, 2008. The Levy subpoena is one of eight deposition subpoenas Schroeder has served on various current and former KLA officers, directors and employees commanding them to appear for deposition on various dates up to March 31, 2008. None of the current and former KLA personnel are parties to this action.

3. On February 1, 2008, subsequent to serving deposition subpoenas on the eight current and former KLA officers, directors and employees, Schroeder filed a motion to dismiss this action.

4. KLA intends to file a Motion for a Protective Order seeking to postpone the depositions of its current and former officers, directors and employees until and if the court denies Schroeder's motion to dismiss and rules on any subsequent motion relating to KLA's assertion of the attorney client privilege and attorney work product protection. I anticipate that most, if not all of the non-party witnesses, will join KLA's motion.

5. I have spoken to Shirli Weiss and Jeff Coopersmith, counsel for Schroeder, over the past couple of days to try and resolve this matter without needing to seek the assistance of the court. Though we have not been able to reach an agreement with respect to the timing of the depositions of the current and former KLA officers, directors and employees, we have reached an agreement on a shortened time briefing and hearing schedule on KLA's motion. Both KLA and Schroeder desire to have KLA's motion for a protective order heard prior to the scheduled

1 February 14, 2008 deposition of Kenneth Levy and the later scheduled depositions of other  
2 current and former KLA officers, directors and employees. As February 12 is the only hearing  
3 date on this Court's calendar between now and February 14, the parties have agreed that KLA  
4 will file its motion today and that Schroeder will file his opposition on February 11, in hopes that  
5 the court will be able to consider this motion and conduct a hearing on this matter on February 12,  
6 2008.

7 6. KLA is not aware of any previous time modifications granted in this action.

8 7. The requested time modification on KLA's motion for a protective order should  
9 not have any impact on the schedule for this case.

10 I declare under penalty of perjury under the laws of the United States of America that the  
11 foregoing is true and correct and based on my personal knowledge, and that this declaration was  
12 executed on February 6, 2008, in San Francisco, California.

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14 /s/ Thomas R. Green  
15 Thomas R. Green  
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